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**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**In re Penthouse Executive Club Compensation
Litigation**

Master File No. 10 Civ. 1145 (KMW)

**DECLARATION OF GRATIENNE BASKIN IN SUPPORT OF PLAINTIFFS'
MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT,
CONDITIONAL CERTIFICATION OF THE SETTLEMENT CLASS,
APPOINTMENT OF PLAINTIFFS' COUNSEL AS CLASS COUNSEL, AND
APPROVAL OF PLAINTIFFS' PROPOSED NOTICES OF SETTLEMENT**

I, Gratiennne Baskin, declare as follows:

1. I am the co-director of the Urban Justice Center's Sex Workers Project ("UJC") in New York, New York, and Plaintiffs' counsel herein.

2. Along with lawyers from Outten & Golden LLP ("O&G"), Virginia & Ambinder LLP ("Ambinder"), and Leeds Brown Law, PC ("Leeds Brown") (together with UJC, "Plaintiffs' Counsel"), I am one of the lawyers primarily responsible for prosecuting Plaintiffs' claims on behalf of the proposed class.

3. I make these statements based on personal knowledge and would so testify if called as a witness at trial.

My Background and Experience

4. I received a Juris Doctor degree from the City University School of Law in 2007. I was admitted to the New York State Bar in 2008, and to the Southern District of New York in 2010.

5. I am co-director of the Sex Workers Project at the Urban Justice Center in New York. I train and supervise legal staff in providing direct legal representation, public education and outreach to sex workers and survivors of human trafficking. I also engage in policy advocacy to reform laws and policies affecting sex workers and survivors of trafficking, and oversee the SWP's human rights research. I also provide direct legal education, advice and representation to sex workers and survivors of trafficking on a variety of issues, including criminal, employment, and immigration matters.

6. I have advised and represented individuals who work in the exotic dancing industry concerning violations of their employee rights.

The Penthouse Overtime Litigation

7. On December 29, 2009, Virginia and Ambinder LLP and Leeds Brown Law PC,¹ filed a collective action overtime lawsuit in the United States District Court for the Southern District of New York on behalf of Plaintiffs Stephanie Carattini and Nicole Hughes, captioned *Carattini v. The Executive Club d/b/a/ Penthouse Executive Club, et al.*, No. 09 Civ. 101572 (“*Carattini*”).

8. On February 11, 2010, O&G and UJC filed a collective action overtime lawsuit in the United States District Court for the Southern District of New York on behalf of Plaintiff Leslie Liwanag, captioned *Liwanag v. The Executive Club d/b/a/ Penthouse Executive Club, et al.*, No. 10 Civ. 1145 (“*Liwanag*”).

9. On June 11, 2010, the District Court (Judge Naomi Buchwald presiding) ordered that the two cases be consolidated.

Investigation and Discovery

10. Before initiating *Liwanag*, O&G and UJC conducted a thorough investigation into the merits of the potential claims and defenses.

11. This included investigation and legal research on the underlying merits of the class claims, the likelihood of obtaining liquidated damages and an extended FLSA statute of limitations, the proper measure of damages, and the likelihood of class certification. We also researched Defendants’ likely affirmative defenses,

12. After filing, Plaintiffs’ Counsel conducted further investigation including, but not limited to, interviewing and obtaining declarations from Plaintiffs and Class Members, participating in party and non-party discovery, including the depositions of Plaintiffs and Defendants’ representatives, and analyzing time, payroll and tip allocation records, tax

¹ I, Jeffrey Brown, was a former XX at The Law Office of Steven A. Morelli. I am now a partner at Leeds Brown Law, PC, and the case moved with me to my new law firm.

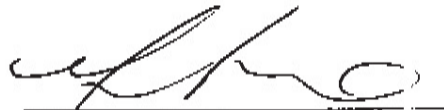
documents and other financial records.

13. Plaintiffs' Counsel reviewed thousands of pages of documents produced by Defendants. All parties submitted and responded to discovery requests and interrogatories.

14. Plaintiffs' Counsel took a Fed. R. Civ. P. 30(b)(6) deposition of Defendant Yackow and the depositions of Defendants' managers April Bellantoni and Kelly Skillen. Defendants deposed the three named Plaintiffs and four opt-in Plaintiffs.

I declare under penalty of perjury, under 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed this 4th day of April, 2013
New York, New York



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